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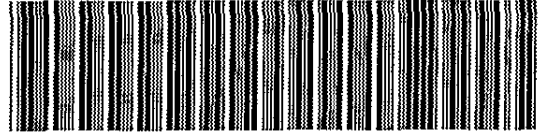
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TRANSMITTAL LETTER

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314**

SUBJECT : GATORGEAR, INC.

**ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$87.50.**

PLEASE INCORPORATE THE COMPANY.

FROM :

**FREDERICK B THOMPSON
9491 PALM CIRCLE SOUTH, # 201
PEMBROKE PINES, FL 33025-1198**

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ARTICLES OF INCORPORATION
OF
GATORGEAR, INC

THE UNDERSIGNED ACTING AS THE INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATIONS ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I
NAME

THE NAME OF THE CORPORATION SHALL BE :

GATORGEAR, INC

ARTICLE II
PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS :

P O Box 245338
PEMBROKE PINES, FL 33024

ARTICLE III
PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS :

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE IV
SHARES

THE NUMBER OF SHARES OF CAPITAL STOCK IS :

ONE THOUSAND (1000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE (\$1) EACH

ARTICLE V
INITIAL OFFICERS/DIRECTORS

THE NAME(S) AND ADDRESS(ES) :

FREDERICK B THOMPSON
DIRECTOR & PRESIDENT
9491 PALM CIRCLE SOUTH, # 201
PEMBROKE PINES, FL 33025-1198

RICARDO J THOMPSON
TREASURER
1368 NW 91 AVE
CORAL SPRINGS, FL 33071

MARY ANN BAUDUIN
SECRETARY
430 SW 182 WAY
PEMBROKE PINES, FL 33029

DANIELLE P THOMPSON
VICE PRESIDENT
9491 PALM CIRCLE SOUTH, # 201
PEMBROKE PINES, FL 33025-1198

ARTICLE VI
REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS :

FREDERICK B THOMPSON
9491 PALM CIRCLE SOUTH, # 201
PEMBROKE PINES, FL 33025-1198

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ARTICLE VII
INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS :

FREDERICK B THOMPSON
9491 PALM CIRCLE SOUTH, # 201
PEMBROKE PINES, FL 33025-1198

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


SIGNATURE / REGISTERED AGENT

10.17.2002
DATE


SIGNATURE / INCORPORATOR

10.17.2002
DATE